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**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION**

**-and-**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

**Debtors.**

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

*\*All papers shall be filed in the Lead Case,  
No. 19-30088 (DM)*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11  
(Lead Case)  
(Jointly Administered)

**NOTICE BY THE OFFICIAL  
COMMITTEE OF TORT CLAIMANTS  
OF THE COMMITTEE'S LACK OF  
CONSENT TO EQUITY FINANCING  
DOCUMENTS**

1 **TO THE HONORABLE DENNIS MONTALI, AND ALL PARTIES IN INTEREST:**

2 **PLEASE TAKE NOTICE** that on December 6, 2019, the following parties entered into a  
3 Restructuring Support Agreement (the “**Fire Victim RSA**”) [Dkt. No. 5038-1]: PG&E Corporation  
4 and Pacific Gas and Electric Company (together, the “**Debtors**”), certain funds and accounts  
5 managed or advised by Abrams Capital Management, LP and certain funds and accounts managed  
6 or advised by Knighthead Capital Management, LLC (together, the “**Shareholder Proponents**”),  
7 the Official Committee of Tort Claimants (the “**TCC**”) and the Consenting Fire Claimant  
8 Professionals, as defined in the Fire Victim RSA; and

9 **PLEASE TAKE FURTHER NOTICE** that on December 16, 2019, the parties to the Fire  
10 Victim RSA executed an amendment to the Fire Victim RSA [Dkt. No. 5143-1] (the  
11 “**Amendment**”); and

12 **PLEASE TAKE FURTHER NOTICE** that on December 19, 2019, this Court approved  
13 the amended Fire Victim RSA [Dkt. No. 5174]; and

14 **PLEASE TAKE FURTHER NOTICE** that the Term Sheet attached to and incorporated  
15 into the Fire Victim RSA states that a “Condition to Effectiveness” is that “[a]ll definitive  
16 documents relating to the Plan, capitalization, equity and debt financing shall be in form and  
17 substance reasonably acceptable to the Plan Proponents and the Requisite Consenting Fire Claimant  
18 Professionals,” Dkt. No. 5038-1 at 48. “Requisite Consenting Fire Claimant Professionals” is  
19 defined in the Fire Victim RSA as “(i) the TCC, acting by vote of simple majority of its members;  
20 and (ii) the Consenting Fire Claimant Professional Group, acting by vote of a simple majority of  
21 its members.” See Fire Victim RSA at ¶ 1(m); and

22 **PLEASE TAKE FURTHER NOTICE** that the TCC avers that the “definitive documents  
23 relating to . . . equity and debt financing” referenced in the Term Sheet includes a registration rights  
24 agreement between the Debtors and the Equity Backstop Parties, with respect to the subject equity  
25 financing, which the Debtors have not provided to the TCC and which rights are inextricably  
26 intertwined with registration rights to be granted to the Fire Victim Trust; and

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